

JUN 22 '12 -4 00 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

June 20, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 11, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 26388.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Lafarge North America Inc.  
12018 Sunrise Valley Dr.  
Suite 500  
Reston, VA 20191

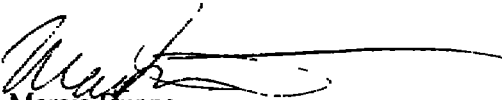
A description of the railroad equipment covered by the enclosed document is for ninety-four (94) hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(LAN0015)

ASSGN. NO.: LANO015

JUN 22 '12 4 00 PM

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11 day of June, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and LAFARGE NORTH AMERICA, INC. ("Lessee"), a Maryland corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 7, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMAS  
PRESIDENT

Title: \_\_\_\_\_

ATTEST:

By: [Signature]  
Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATION

Executed on this 11<sup>th</sup> day of June, 2012.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

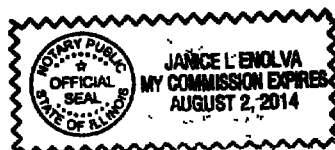
WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of June, 2012.

[Signature]  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



**LESSEE:**

LAFARGE NORTH AMERICA, INC.

ATTEST:

By: [Signature]  
Name: Mike Gordon  
Title: VP, Logistics

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Michigan  
COUNTY OF Oakland

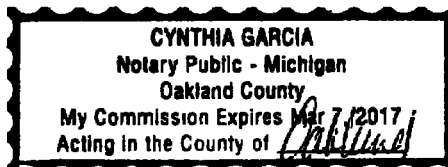
I, Cynthia Garcia, a Notary Public of the County and State aforesaid, certify that Mike Gordon personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21 day of May, 2012.

[Signature]  
Notary Public

Commission Expires:

March 7, 2017  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-four (94)

DESCRIPTION OF CARS:    Covered hopper cars

CAR NUMBERS:

|    |      |        |    |      |        |    |      |        |
|----|------|--------|----|------|--------|----|------|--------|
| 1  | NDYX | 020100 | 33 | NDYX | 020135 | 65 | NDYX | 020169 |
| 2  | NDYX | 020101 | 34 | NDYX | 020136 | 66 | NDYX | 020170 |
| 3  | NDYX | 020102 | 35 | NDYX | 020137 | 67 | NDYX | 020171 |
| 4  | NDYX | 020103 | 36 | NDYX | 020138 | 68 | NDYX | 020172 |
| 5  | NDYX | 020104 | 37 | NDYX | 020139 | 69 | NDYX | 020173 |
| 6  | NDYX | 020105 | 38 | NDYX | 020140 | 70 | NDYX | 020174 |
| 7  | NDYX | 020106 | 39 | NDYX | 020141 | 71 | NDYX | 020175 |
| 8  | NDYX | 020107 | 40 | NDYX | 020142 | 72 | NDYX | 020177 |
| 9  | NDYX | 020108 | 41 | NDYX | 020143 | 73 | NDYX | 020178 |
| 10 | NDYX | 020109 | 42 | NDYX | 020144 | 74 | NDYX | 020179 |
| 11 | NDYX | 020110 | 43 | NDYX | 020145 | 75 | NDYX | 020180 |
| 12 | NDYX | 020111 | 44 | NDYX | 020146 | 76 | NDYX | 020181 |
| 13 | NDYX | 020112 | 45 | NDYX | 020147 | 77 | NDYX | 020182 |
| 14 | NDYX | 020115 | 46 | NDYX | 020148 | 78 | NDYX | 020183 |
| 15 | NDYX | 020116 | 47 | NDYX | 020149 | 79 | NDYX | 020184 |
| 16 | NDYX | 020117 | 48 | NDYX | 020150 | 80 | NDYX | 020185 |
| 17 | NDYX | 020118 | 49 | NDYX | 020151 | 81 | NDYX | 020186 |
| 18 | NDYX | 020119 | 50 | NDYX | 020152 | 82 | NDYX | 020187 |
| 19 | NDYX | 020120 | 51 | NDYX | 020153 | 83 | NDYX | 020188 |
| 20 | NDYX | 020121 | 52 | NDYX | 020154 | 84 | NDYX | 020189 |
| 21 | NDYX | 020122 | 53 | NDYX | 020156 | 85 | NDYX | 020190 |
| 22 | NDYX | 020123 | 54 | NDYX | 020157 | 86 | NDYX | 020191 |
| 23 | NDYX | 020125 | 55 | NDYX | 020158 | 87 | NDYX | 020192 |
| 24 | NDYX | 020126 | 56 | NDYX | 020159 | 88 | NDYX | 020193 |
| 25 | NDYX | 020127 | 57 | NDYX | 020160 | 89 | NDYX | 020194 |
| 26 | NDYX | 020128 | 58 | NDYX | 020161 | 90 | NDYX | 020195 |
| 27 | NDYX | 020129 | 59 | NDYX | 020162 | 91 | NDYX | 020196 |
| 28 | NDYX | 020130 | 60 | NDYX | 020163 | 92 | NDYX | 020197 |
| 29 | NDYX | 020131 | 61 | NDYX | 020164 | 93 | NDYX | 020198 |
| 30 | NDYX | 020132 | 62 | NDYX | 020166 | 94 | NDYX | 020199 |
| 31 | NDYX | 020133 | 63 | NDYX | 020167 |    |      |        |
| 32 | NDYX | 020134 | 64 | NDYX | 020168 |    |      |        |